

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF VIRGINIA  
NORFOLK DIVISION

JAMES M. DUNLAP,

Plaintiff,

No. 2:11-cv-00272-AWA-LRL

v.

COTTMAN TRANSMISSION  
SYSTEMS, LLC and TODD P.  
LEFF,

Defendants.

**DECLARATION OF JAMES GREGORY**

James Gregory declares under penalty of perjury:

1. I am currently the Chief Financial Officer of American Driveline Systems, Inc. (“ADSI”), the parent company of the defendant Cottman Transmission Systems, LLC (“Cottman”) and of AAMCO Transmissions, Inc. (“AAMCO”). I have served in this capacity since August 2014, and as Interim Chief Financial Officer from April 2014 to August 2014.

Prior to that, I was with American Capital, Ltd. since 2005, serving as Vice President from December 2009 to December 2012 and Principal from December 2012 to August 2014.

American Capital, Ltd. is a private equity company that is the principal shareholder of ADSI.

2. I make this Declaration based on my personal knowledge of the corporate structure of ADSI, Cottman, and AAMCO in connection with my duties at ADSI.

3. Cottman and AAMCO are wholly-owned subsidiaries of ADSI. In 2004, American Capital Ltd. acquired a controlling interest in Cottman through an entity called Cottman Acquisitions, Inc., which was the 100% owner of Cottman. In 2006, Cottman Acquisitions, Inc. changed its name to ADSI and acquired AAMCO. As a result, ADSI became

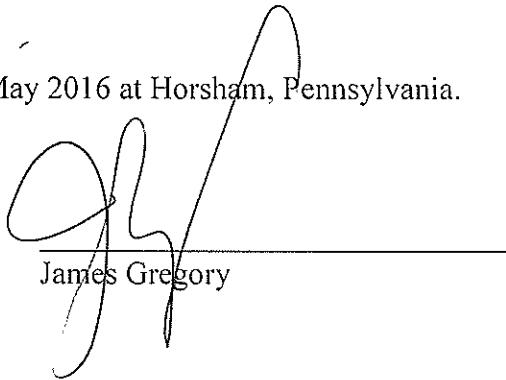
Acquisitions, Inc. changed its name to ADSI and acquired AAMCO. As a result, ADSI became the 100% owner of both AAMCO and Cottman. AAMCO and Cottman have been wholly-owned subsidiaries of ADSI at all times since 2006.

5. I have reviewed the allegations contained in paragraphs 9 and 10 of the Complaint in this case, which claim that ADSI's ownership interest in both AAMCO and Cottman is less than 100%. That allegation has no basis in fact: it is not true and never has been. At all times since the acquisition of AAMCO, ADSI has owned 100% of both AAMCO and Cottman.

6. There are currently approximately 54 Cottman centers in the United States.

I hereby declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed this 18 day of May 2016 at Horsham, Pennsylvania.

  
James Gregory